

RECORDATION NO. 26273 FILE

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

March 29, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 29, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Lessee: Public Service Company of Oklahoma
155 West Nationwide Blvd.
P.O. Box 16036
Columbus, Ohio 43216-0036

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A description of the railroad equipment covered by the enclosed document is:

57 gondola cars: AEPX 88001 - AEPX 88018 (except AEPX 88004) and AEPX 88101 - AEPX 88140 (formerly within the series SEMX 1005 – SEMX 92421 as more particularly set forth in the document).

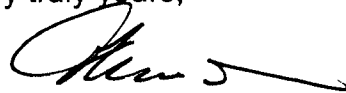
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Public Service Company of Oklahoma ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means Schedule No. 1 dated as of August 15, 2005 between Infinity Rail, LLC as lessor and Public Service Company of Oklahoma as lessee (which incorporates the provisions of the Master Lease Agreement dated as of August 15, 2005 between the same parties).

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Public Service Company of Oklahoma (Lessee)
155 West Nationwide Blvd.
P.O. Box 16036
Columbus, Ohio 43216-0036

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

Executed as of _____, 2006.

INFINITY RAIL, LLC
By Infinity Asset Management, LLC as Manager

By: Jeffrey F. Edelman
Jeffrey F. Edelman, Vice President

DeKalb County
Fulton County, Georgia

On March 27, 2006, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Stephanie Cassamas
Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 8, 2010

Description of Railcars

Quantity and Description of Cars:

Forty (40) 286,000 GRL used aluminum rotary dump coal gondolas; and
Seventeen (17) 263,000 GRL used aluminum rotary dump coal gondolas.

Reporting marks and identifying numbers:

Car Mark	Car Num	Gross Rail Load	Car Mark	Car Num	Gross Rail Load
AEPX	88017	263,000	AEPX	88105	286,000
AEPX	88016	263,000	AEPX	88104	286,000
AEPX	88015	263,000	AEPX	88106	286,000
AEPX	88014	263,000	AEPX	88107	286,000
AEPX	88013	263,000	AEPX	88108	286,000
AEPX	88012	263,000	AEPX	88103	286,000
AEPX	88011	263,000	AEPX	88102	286,000
AEPX	88010	263,000	AEPX	88101	286,000
AEPX	88009	263,000	AEPX	88132	286,000
AEPX	88008	263,000	AEPX	88138	286,000
AEPX	88007	263,000	AEPX	88118	286,000
AEPX	88006	263,000	AEPX	88135	286,000
AEPX	88005	263,000	AEPX	88140	286,000
AEPX	88003	263,000	AEPX	88128	286,000
AEPX	88018	263,000	AEPX	88112	286,000
AEPX	88002	263,000	AEPX	88139	286,000
AEPX	88001	263,000	AEPX	88137	286,000
			AEPX	88136	286,000
			AEPX	88134	286,000
			AEPX	88133	286,000
			AEPX	88131	286,000
			AEPX	88130	286,000
			AEPX	88129	286,000
			AEPX	88127	286,000
			AEPX	88126	286,000
			AEPX	88125	286,000
			AEPX	88124	286,000
			AEPX	88123	286,000
			AEPX	88122	286,000
			AEPX	88121	286,000
			AEPX	88120	286,000
			AEPX	88119	286,000
			AEPX	88117	286,000
			AEPX	88116	286,000
			AEPX	88115	286,000
			AEPX	88114	286,000
			AEPX	88113	286,000
			AEPX	88111	286,000
			AEPX	88110	286,000
			AEPX	88109	286,000

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/30/06



Robert W. Alvord